

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of EuroSports Global Limited (the "Company") will be held by way of electronic means on Friday, 11 September 2020 at 2.00 p.m. for the following purposes:

**AS ROUTINE BUSINESS:**

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2020 and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Goh Kim Hup, being a Director retiring by rotation pursuant to Article 113 of the Constitution of the Company. [See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr Tan Siok Sing, being a Director retiring by rotation pursuant to Article 113 of the Constitution of the Company. [See Explanatory Note (ii)] **(Resolution 3)**
4. To approve the payment of Directors' fees of \$120,000 for the financial year ending 31 March 2021, to be paid quarterly in arrears. **(Resolution 4)**
5. To re-appoint Messrs RSM Chio Lim LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other routine business which may properly be transacted at an AGM.

**AS SPECIAL BUSINESS:**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

**7. SHARE ISSUE MANDATE**

That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies Act") and Rule 806 of the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Rules of Catalyst") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company (the "Directors") to:

- (a) (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options that may or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares (collectively, "Instruments"),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company with registered addresses in Singapore (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company shall be calculated based on the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company at the time of the passing of this Resolution, after adjusting for:
  - (1) new shares arising from the conversion or exercise of any convertible securities;
  - (2) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
  - (3) any subsequent bonus issue, consolidation or subdivision of shares;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. **(Resolution 6)**

**8. PROPOSED RENEWAL OF SHARE PURCHASE MANDATE**

That:-

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) on-market purchase(s) on the SGX-ST; and/or
  - (ii) off-market purchase(s) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Rules of Catalyst,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
  - (i) the date on which the next AGM of the Company is held or required by law to be held;
  - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by shareholders in general meeting;

- (c) in this Resolution:

"Maximum Percentage" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share, 120% of the Average Closing Price of the Shares;

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) market days on which the Shares are transacted on the Catalyst immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the Rules of Catalyst, for any corporation action that occurs after the relevant five-day period; and

"Date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. **(Resolution 7)**

**9. EUROSPORTS PERFORMANCE SHARE PLAN**

That the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provisions of the EuroSports Performance Share Plan (the "Performance Share Plan") and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of shares to be issued pursuant to the Performance Share Plan and any other share-based incentive schemes of the Company shall not exceed 15% of the total number of shares (excluding subsidiary holdings and treasury shares) of the Company from time to time. **(Resolution 8)**

[See Explanatory Note (v)]

**10. EUROSPORTS EMPLOYEE SHARE OPTION SCHEME**

That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the EuroSports Employee Share Option Scheme (the "Scheme") and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme and any other share-based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company from time to time. **(Resolution 9)**

[See Explanatory Note (vi)]

To consider and, if thought fit, to pass the following resolution as a Special Resolution, with or without modifications:

**11. PROPOSED AMENDMENTS TO THE CONSTITUTION**

That:

- (a) the Proposed Amendments to the Constitution as set out in the Schedule to the Appendix be and is hereby authorised and approved; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things and (including, without limitation, to execute all documents as may be required, to approve any amendments, alterations or modifications to any documents and, to sign, file and/or submit any notices, forms and documents with or to the relevant authorities, if required) as they/he/she may consider necessary, desirable or expedient to give effect to this special resolution. **(Resolution 10)**

By Order of the Board

Lee Tiong Hock  
Joint Company Secretary  
Singapore  
20 August 2020

**EXPLANATORY NOTES:**

- (i) Mr Goh Kim Hup, upon re-election as a Director of the Company, will remain as an Executive Director and the Deputy Chief Executive Officer of the Company.
- (ii) Mr Tan Siok Sing, upon re-election as a Director of the Company, will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr Tan will be considered independent for the purposes of rule 704(7) of the Rules of Catalyst.

- (iii) **Resolution 6** proposed in item 7 above, if passed, is to empower the Directors to allot and issue shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 6 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed 100% of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company, with a sub-limit of 50% for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company will be calculated based on the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company at the time of the passing of Resolution 6, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 6, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

- (iv) **Resolution 7** proposed in item 8 above, if passed, is to empower the Directors from the date of the above Meeting until the next AGM to purchase or otherwise acquire issued ordinary Shares by way of market purchases or off-market purchases of up to 10% of the total number of issued Shares (excluding subsidiary holdings and treasury shares) at the Maximum Price in accordance with the terms and conditions set out in Appendix dated 20 August 2020 to this Notice of AGM, the Companies Act and the Rules of Catalyst. Please refer to Appendix dated 20 August 2020 circulated together with the Company's Annual Report for details.

- (v) **Resolution 8** proposed in item 9 above, if passed, is to authorise the Directors to offer and grant awards in accordance with the provisions of the Performance Share Plan and to allot and issue shares thereunder.
- (vi) **Resolution 9** proposed in item 10 above, if passed, is to authorise the Directors to offer and grant options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act, to allot and issue shares under the Scheme. The size of the Scheme is limited to 15% of the total number of issued shares (excluding subsidiary holdings and treasury shares) of the Company for the time being.

**Notes:**

**Participation in the AGM via live webcast or live audio feed**

1. As the AGM will be held by way of electronic means, shareholders will NOT be able to attend the AGM in person. All shareholders or their representative (in the case of shareholders which are legal entities) will be able to participate in the AGM proceeding by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the AGM ("Pre-registration") at this link: <http://eurosportsglobal.listedcompany.com/agn-pre-register.html> by 2.00 p.m. on Tuesday, 8 September 2020 ("Registration Deadline") for verification of their status as shareholders (or representatives of such shareholders which are legal entities). Registration will be open from 9.00 a.m. on Thursday, 20 August 2020 onwards.
2. Upon successful verification, each such shareholder or its representative (in the case of shareholders which are legal entities) will receive an email by 9.00 a.m. on Thursday, 10 September 2020. The email will contain instructions to access the live webcast or live audio feed of the AGM proceedings.
3. Shareholders or their representatives (in the case of shareholders which are legal entities) must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM. Shareholders or their representatives (in the case of shareholders which are legal entities) who have pre-registered by the Registration Deadline but do not receive an email by 12.00 p.m. on Thursday, 10 September 2020 may contact the Company for assistance at +65 6565 5995.

**Voting by Proxy**

1. Shareholders may only exercise their voting rights at the AGM via proxy voting. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf. In the Proxy Form, a shareholder should specifically direct the Chairman on how he is to vote for or vote against or abstain from voting on each resolution to be tabled at the AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
2. The instrument appointing the Chairman of the AGM as proxy must be deposited at the registered office of the Company at 24 Leng Kee Road, #01-03, Singapore 159096 or sent by email to [proxyform@eurosportsglobal.com](mailto:proxyform@eurosportsglobal.com) not less than 48 hours (i.e. by 2.00 p.m. on Wednesday, 9 September 2020), before the time appointed for holding the AGM. The Proxy Form can be downloaded from SGXNet or the Company's website at <http://eurosportsglobal.listedcompany.com/agn-2020.html>. In view of the current COVID-19 measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email to [proxyform@eurosportsglobal.com](mailto:proxyform@eurosportsglobal.com). A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited ("CDP") at least 48 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the AGM by appointing the Chairman of the AGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the Securities and Futures Act (Cap. 289), Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the AGM. Any shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the AGM will not be entitled to attend and vote at the AGM. Accordingly, even if such shareholder deposits his/her proxy form forty-eight (48) hours before the AGM, the Chairman of the AGM who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the AGM. CPF or SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM (i.e. by 2.00 p.m. on Wednesday, 2 September 2020), to ensure that their votes are submitted.

**Access to documents or information relating to the AGM**

All documents and information relating to the business of the AGM (including the Annual Report and the Proxy Form) have been published on SGXNet and the Company's website at <http://eurosportsglobal.listedcompany.com/agn-2020.html>.

**Submission of questions prior to the AGM**

1. Shareholders may submit questions related to the resolutions to be tabled at the AGM by post to the Company at 24 Leng Kee Road, #01-03, Singapore 159096 or send electronically via the pre-registration website. Questions must be submitted by 2.00 p.m. on Tuesday, 8 September 2020 so that they may be addressed during the AGM proceedings. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit questions by post, shareholders are strongly encouraged to submit questions electronically via the pre-registration website.
2. Shareholders or their representatives (in the case of shareholders which are legal entities) must state his/her full name and whether he/she is a shareholder or a representative of a shareholder which is a legal entity. Any question without the identification details will not be addressed.
3. The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion), received by 2.00 p.m. on Tuesday, 8 September 2020, before or during the AGM proceedings. The Company will publish the minutes of the AGM, including substantial and relevant comments or queries from shareholders relating to the agenda of the AGM, and responses from the Company, on SGXNet and the Company's website within one month after the date of AGM.

**Personal data privacy:**

By (a) submitting an instrument appointing the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to shareholders (or their representatives in the case of shareholders which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before the AGM and if necessary, following up with the relevant shareholders in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This Notice of AGM ("Notice") has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, CIMB Bank Berhad, Singapore Branch (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.

This Notice has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Mr Yee Chia Hsing, Head, Catalyst, Investment Banking, Singapore. The contact particulars are 50 Raffles Place, #09-01, Singapore Land Tower, Singapore 048623, telephone: +65 6337 5115.